

Company Number : 2734911



COMPANIES ACT 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

BUSINESS SPACE SERVICES LIMITED

SPECIAL RESOLUTIONS
(Passed *2 March* 1995)

At an Extraordinary General Meeting of the members of the above named Company duly convened and held the undermentioned resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

- 1 THAT the Company hereby approves and consents to and ratifies the actions of the Directors of the Company in agreeing to, creating granting approving executing and delivering in favour of N M Rothschild & Sons Limited ("the Bank") in the form produced to the meeting:
 - (a) a guarantee by the Company to the Bank on demand of all the liabilities and obligations of Marplace (Number 352) Limited and/or Old Hall Estates Limited and/or Old Hall Development Corporation ("the Borrowers") to the Bank such guarantee being a requirement of a joint facility letter dated 23 February 1995 and made between the Borrowers and the Bank; and
 - (b) a guarantee by the Company to the Bank on demand of all the liabilities and obligations of Business Space Services (Manchester) Limited to the Bank including those under a facility letter dated 22 March 1989.
- 2 THAT the Memorandum of Association of the Company be and is hereby amended by the insertion of a new Clause 3(L) after Clause 3(K) as follows:

"3(L) Either with or without the Company receiving any consideration or advantage direct or indirect, from giving any such guarantee or

indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium on any dividends or interest on or other payment in respect of loans, creditors, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.";

and the following clauses shall consequently be re-lettered.



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Chairman

